FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO
REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

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	SEC USE ONLY
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	DATE RECEIVED
1	

Name of Offering ( check if this is an amendment and name has changed, and indicate change.)

• •	<b>3</b> ·	
Preferred Stock		
Filing Under (Check box(es) that apply):	Rule 504 □ Rule 505 ■ Rule 506 □ Section 4	(6) 🗆 ULOE
Type of Filing: ■ New Filing □ Amendment		PDACECCE
	A. BASIC IDENTIFICATION DATA	FRUCESSED
1. Enter the information requested about the issuer		2 AUG 08 2005
Name of Issuer ( check if this is an amendment and	name has changed, and indicate change.)	71100000000
FSP Park Ten Development Corp.		PHONSON FINANCIAL
Address of Executive Offices (Number and Str	reet, City, State, Zip Code)	Telephone Number (Including Area Code)
401 Edgewater Place, Wakefield, MA 01880		800-950-6288
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
Brief Description of Business: To construct, develo	op, own, and operate a Class A suburban office buil	ding in Houston, Texas.
Type of Business Organization		
■ corporation	□ limited partnership, already formed	□ other (please specify):
□ business trust	☐ limited partnership, to be formed	
	Month Year	
Actual or Estimated Date of Incorporation or Organi		
Jurisdiction of Incorporation or Organization: (Enter	two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction)	DE

## GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

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2.

Enter the information requested for the following:

Business or Residence Address

Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: ■ Promoter ☐ Beneficial Owner ■ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Notopoulos, Janet Prier **Business or Residence Address** (Number and Street, City, State, Zip Code) 401 Edgewater Place, Wakefield, MA 01880 Check Box(es) that Apply: ☐ Promoter □ Beneficial Owner □ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: □ Promoter □ Beneficial Owner □ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: □ Promoter □ Beneficial Owner □ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: □ Promoter □ Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: □ Promoter □ Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) (Number and Street, City, State, Zip Code) **Business or Residence Address** Check Box(es) that Apply: □ Director ☐ Promoter ☐ Beneficial Owner □ Executive Officer □ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: □ Executive Officer □ Director ☐ General and/or Managing Partner □ Promoter □ Beneficial Owner Full Name (Last name first, if individual)

(Number and Street, City, State, Zip Code)

Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?				<del></del>		В.	INFORM	ATION ABO	OUT OFFE	RING				
Answer also in Appendix, Column 2, if filling under ULOE.   100,000   100,		**												No
Man is the minimum investment that will be accepted from any individual?	1.	Has the	e issuer sold						·	?	••••••	•••••		•
No	2								¢.	100.000				
3. Does the offering permit joint ownership of a single unit?	۷.	what is the minimum investment that will be accepted from any individual?												
4. Eiter the information requested for each person who has been or will be paid or given, directly, or indirectly, any commission or similar remandation for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an attention of the purchaser in connection with sales of securities in the offering. If a person to be listed is an attention of the person of solicit purchasers (Purchasers (Purch	3.	Does th	he offering p	ermit joint o	wnership of a	single unit?.				•••••	•••••		103	
similar remuneration for solicitation of purchasers in connection with sales of securities in the effering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC audior with a sate or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer in the provided of the person is set of the information for that broker or dealer. You may set forth the information for that broker or dealer you may set forth the information for that broker or dealer. You may set forth the information for that broker or dealer is a state of states, list the name of the broker or dealer. You may set forth the information for that broker or dealer. You may set forth the information for that broker or dealer. You may set forth the information for that broker or dealer. You may set forth the information for that broker or dealer. You may set forth the information for that broker or dealer. You may set forth the information for that broker or dealer. You may set forth the information for that broker or dealer. You may set forth the information for that broker or dealer. You may set forth the information for that broker or dealer. You may set forth the information for that broker or dealer. You may set forth the information for that broker or dealer. You may set forth the information for that broker or dealer. You may set forth the information for that broker or dealer. You may set forth the information for that broker or dealer. You may set forth the information for that broker or dealer. You may set forth the information for the informati											_			
States in which Person Listed Has Solicited or Intends to Solicit Purchasers   Check "All States" or check individual States   Check "All States"   Check "All States"   Che		similar associa dealer.	r remuneration of the remu	on for solicita or agent of a t an five (5) per	tion of purcha proker or deal	asers in conn er registered	ection with s with the SEG	sales of secur C and/or with	rities in the o	offering. If a tates, list the	person to be name of the b	listed is an proker or		
Name of Associated Broker of Dealer   States in which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	Full I	Name (	Last name fi	irst, if individ	ual)					-				
States in which Person Listed Has Solicited or Intends to Solicit Purchasers   Check "All States" or check individual States						t, City, State,	Zip Code)			· · · · · · · · · · · · · · · · · · ·				
(Check "All States" or check individual States)				ker or Dealer			····				··· · · · · · · · · · · · · · · · · ·			· · · · · · · · · · · · · · · · · · ·
ALL	State													
IL   IN   IN   IA   IKS   IKY   IA   IME   IMD   IMA   IMB		(	(Check "All	States" or che	eck individual	States)	••••••				••••••		All States	
MMT   MNE   1 (NV)														
■ [RI] ■ [SC] ■ [SD] ■ [TN] ■ [TX] ■ [UT] ■ [VT] ■ [VA] ■ [WA] ■ [WV] ■ [WI] ■ [WY] _ [PR]  Full name (Last name first, if individual) (1) Pursuant to an exemption  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)	-	-		• -										
Full name (Last name first, if individual)	-	•												
States in which Person Listed Has Solicited or Intends to Solicit Purchasers   (Check "All States" or check individual States)	(1) P	ursuan	it to an exer	nption		et, City, Sta	te, Zip Code	)						
States in which Person Listed Has Solicited or Intends to Solicit Purchasers   (Check "All States" or check individual States)	_													
(Check "All States" or check individual States)	Name	e of As	sociated Bro	oker or Dealer										
	State	s in wh	ich Person I	isted Has So	licited or Inte	nds to Solicit	Purchasers							
Companies of Residence Address		•	(Check "All	States" or ch	eck individua	States)							All States	
Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)	_ [] _ []	L] MT]	_ [IN] _ [NE]	_ [IA] _ [NV]	_ [KS] _ [NH]	_ [KY] _ [NJ]	_ [LA] _ [NM]	_ [ ME] _ [NY]	_ [MD] _ [NC]	_ [MA] _ [ND]	_ [MI] [OH]	_ [MN] _ [OK]	_ [MS] _ [OR]	_ [MO] _ [PA]
Name of Associated Broker or Dealer	Full 1	Name (	Last name f	irst, if individ	lual)									
States in which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)	Busin	ness or	Residence A	Address (Nu	imber and Stre	et, City, Sta	te, Zip Code	)						
(Check "All States" or check individual States)	Nam	e of As	sociated Bro	oker or Dealer	r									
(Check "All States" or check individual States)											····			
_[AL] _[AK] _[AZ] _[AR] _[CA] _[CO] _[CT] _[DE] _[DC] _[FL] _[GA] _[HI] _[DD] _[IL] _[IN] _[IN] _[IA] _[KS] _[KY] _[LA] _[ME] _[MD] _[MA] _[MI] _[MN] _[MS] _[MO] _[MT] _[NE] _[NV] _[NH] _[NI] _[NM] _[NY] _[NC] _[ND] _[OH] _[OK] _[OR] _[PA]	State											_	. 11 6	
_ [IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] _ [MS] _ [MO] _ [MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK] _ [OR] _ [PA]		1	(Check "All		eck individua	•						🗅		
_ [MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK] _ [PA]							_ [CO] [LA]							
	- [J	MT]	_ [NE]	_ [NV]	_ [NH]	_ [NJ]	_ [NM]	_ [NY]	_ [NC]	_ [ND]	_ (OH)	_ {OK}	_ [OR]	_ [PA]

## C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box pand indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	\$	\$
	Equity	\$ <u>27,000,000</u>	\$0
	□ Common ■ Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$	\$
	Other (Specify)	\$	\$
	Total	\$ <u>27,000,000</u>	\$ <u>0</u>
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	<del></del>	\$0
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)	<del></del>	\$
	Answer also in Appendix, Column 4, if filing under ULOE		Ψ
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.  Type of offering	Type of Security	Dollar Amount Sold
	Rule 505		
	Regulation A		\$
	Rule 504		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees	а	\$
	Printing and Engraving Costs	0	\$
	Legal Fees, accounting, etc.	•	\$310,200
	Accounting Fees	G	\$
	Engineering Fees	C	\$
	Sales Commissions (specify finders' fees separately)		\$ <u>2,160,000</u>
	Other Expenses (identify)		\$
	Total	<b>-</b> -	\$ 2,470,200

C.	OFFERING PRICE.	NUMBER OF INVESTOR	S. EXPENSES AND	) LISE OF PROCEEDS

	b. Enter the difference between the aggregate off 1 and total expenses furnished in response to Part "adjusted gross proceeds to the issuer."	C - Question 4.a. This difference is the	;		\$_	24,529,800
5.	Indicate below the amount of the adjusted gross p for each of the purposes shown. If the amount for and check the box to the left of the estimate. The adjusted gross proceeds to the issuer set forth in r	r any purpose is not known, furnish an er total of the payments listed must equal t	stimate			
				Payments to Officers, Directors, & Affiliates		Payments To Others
	Salaries and fees		•	\$ <u>1,687,500</u>		\$
	Purchase of real estate			\$	•	\$ <u>22,446,000</u>
	Purchase, rental or leasing and installation of mac	chinery and equipment		\$	0	\$
	Construction or leasing of plant buildings and fac	ilities		\$		\$
	Acquisition of other business (including the value that may be used in exchange for the assets or sec	urities of another issuer pursuant to a		¢		œ.
	merger)			φ		\$
	Repayment of indebtedness			\$		\$
	Working capital			\$	<b>B</b>	\$
	Other (specify): operating/capital reserve			\$		\$396,300
				\$		\$
	Column Totals			\$ <u>1,,687,500</u>		\$ <u>22,842,300</u>
	Total Payments Listed (column totals added)			■ \$ <u>_2</u>	<u>24,529,800</u>	
						<u></u>
		D. FEDERAL SIGNATI	U <b>RE</b>			
an ı	issuer has duly caused this notice to be signed by the indertaking by the issuer to furnish to the U.S. Secular accredited investor pursuant to paragraph (b)(2) of	rities and Exchange Commission, upon				
Issu	er (Print or Type)	Signature		Date		
FSP Park Ten Corp.				July 26, 2005		
Nar	ne of Signer (Print or Type)	Title of Signer (Print or Type)				
Geo	rge J. Carter	President				
		1				

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)